

# CURRENT BY-LAWS 6/1/16

Revised and Adopted October 03, 2004

Placed in effect on January 26, 2005

Amended February 23, 2014

**Constitution and By-Laws  
of the  
First Congregational Church of Hadley, Massachusetts**  
Organized in 1659  
Incorporated April 19, 1920

**Including all amendments voted into the Constitution and By-Laws at annual and special meetings of the Church through October 03, 2004**

**ARTICLE I:           Name**

The name of this Church shall be the First Congregational Church of Hadley, Massachusetts.

**ARTICLE II:           Purpose and Mission**

The avowed purpose of this church shall be to worship God, to listen to the gospel of Jesus Christ; to celebrate the Sacraments; to realize Christian fellowship and unity within this church and the Church Universal; to make the Gospel known to human kind through the rendering of loving service through mission; to strive for righteousness, justice, peace and tolerance.

**ARTICLE III:           Doctrine**

This church recognizes the Bible as the sufficient rule of faith and practice, and holds that living in accordance with the teachings of Jesus Christ is the true test of fellowship.

Each member shall have the undisturbed right to follow the Word of God according to the dictates of his or her own conscience, under the enlightenment of the Holy Spirit.

The Church may adopt a statement of faith (or principles), but the statement is not to be considered a test for membership but an expression of the spirit in which the Church interprets the Word of God.

**ARTICLE IV:           Polity**

The government of this Church is vested in its members, who exercise the right of control in all its affairs, subject in legal matters to the Articles of Incorporation granted on April 26, 1920 by the Secretary of the Commonwealth of Massachusetts.

This Church acknowledges Jesus Christ as its Head and finds in the Holy Scriptures, interpreted by the Divine Spirit, through reason, faith, and conscience, its guidance in matters of faith and discipline.

This Church is not answerable to any ecclesiastical authority, however, it accepts the obligation of mutual council, comity and cooperation involved in the free fellowship of the United Church of Christ, its Associations and Conferences, and pledges itself to share their common aims and work.

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## ARTICLE V: Membership

- A.** Members shall pledge themselves to attend the regular worship of the church and the celebration of the Lord's Supper; to live the Christian life; to share in the life and work of the church; to contribute to its support and benevolence; and to seek diligently the spiritual welfare of the membership and the community.
- B.** Persons desiring to unite in membership with this Church shall meet with the Pastor and/or the Deacons to discuss an understanding of their Christian faith and hope.
- C.** Persons approved by the Pastor and Deacons may become members in any of the following ways:
1. confirmation, with baptism at some previous time
  2. presentation of a satisfactory letter of transfer from another church
  3. reaffirmation of faith, if letter is not available
  4. profession of faith
- D.** Persons approved by the Pastor and the Deacons shall be received at a regular communion service or at such other time as directed by the Deacons. Persons who are unable to attend public worship may be received by the Deacons acting in behalf of the Church.
- E.** Membership may be terminated in any of the following ways:
1. Any active member who so desires, may be granted, by the Pastor and Deacons, a letter of recommendation or transfer to another church.
  2. If a member, because of a change of faith, requests in writing to be released from his or her membership, the Church shall patiently endeavor to secure his or her continuance in its fellowship; failing in such effort, the Deacons shall grant the request and terminate his or her membership.
  3. Members who, after a period of two years, in spite of kindly approaches, have not communicated with the Church or contributed to its support may, by recommendation of the Pastor and the Deacons, be transferred to an inactive list and cease to be active voting members. After the expiration of the third year, if their addresses are unknown or they are unwilling to renew their active connection with this Church, their names may be removed from the membership roll by further vote of the Deacons.
  4. The Church may terminate the membership of any member for sufficient cause, but only after ten days notice, a Church Council hearing, and by the affirmative vote of two-thirds of the Council members present and voting.
- F.** Any person who is a member of some other church of this or any denomination, who for reason deemed sufficient by this Church, cannot or will not join this Church by letter, but who worships with us and contributes to the support of this Church may, upon request to the Pastor and Deacons, become an affiliate member and may have the privilege to vote in all affairs of the Church.
- G.** All active members of the Church are entitled to vote at all annual and special church meetings, except in legal matters subject to the laws of the Commonwealth of Massachusetts, wherein they must be at least eighteen years of age.

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## ARTICLE VI: Pastor

**A.** The Pastor shall be an ordained minister, shall be called by the Church as Pastor and Teacher and hold office for an unspecified term. The Pastor shall become a member of this Church and be installed in office by the Hampshire Association. He or she shall be responsible to the Church.

The duties of the Pastor are:

1. preaching the Word of God;
2. caring for the spiritual welfare of the Church and all those whom it would serve, with the assistance of the Board of Deacons;
3. exercising the privilege of teacher and counselor in public and in private;
  4. being a non-voting member of all Boards and of the Church Council;
  5. representing the Church at meetings of affiliated Associations and Conferences, and other ecclesiastical bodies to which the Church may belong;
  6. having administrative supervision over the whole Church and its staff in cooperation with the Boards and Committees of the Church;
  7. making recommendations to the Church Council prior to hiring church office staff.

The Pastor's term of office may be concluded either by his or her resignation, or by two-thirds vote of those active members voting at a meeting called for that purpose. A sixty (60) day notice of termination shall be required of either party unless other terms are mutually agreed upon.

Candidates for a vacancy in the office of the Pastor shall be sought, without any restriction as to race, gender, sexual orientation or ethnic background, by a Pastoral Search Committee, composed of seven to nine members of the Church, to be appointed by the Church Council, when such a vacancy occurs. This committee shall present to the Church, at a meeting called for that purpose, its recommendations for filling the vacancy. A favorable vote by two-thirds of those active members voting shall constitute a call of the candidate. The terms of the call agreed upon by the Church and the candidate shall be specified in writing.

## **B. Pastoral Relations Committee**

The Pastoral Relations Committee shall consist of three to five people, appointed for two-year terms by the Board of Deacons in consultation with the Pastor.

The duties of the Pastoral Relations Committee are:

1. supporting the professional growth and well-being of the pastor;
2. promoting mutual ministry between the Pastor and the congregation;
3. helping the congregation have reasonable expectations of the pastor;
4. helping the pastor have a clearer understanding of the congregation's priorities and objectives.

The Committee shall act in an advisory capacity only and shall meet quarterly with the Pastor, or more often as needed. All meetings will be confidential.

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## ARTICLE VII: Officers

All Officers shall be members of the Church.

Officers shall be nominated by the Nominating Committee. Further nominations may be made from the floor at the Annual Meeting. Officers shall be elected by the Church at the Annual Meeting.

(See Article IX:C:2 for Nominating Committee duties.)

In the event that an office is vacated, the Moderator shall appoint an interim officer, who shall serve until an election can be held. When the position is filled at the next election, the officer completes the term to which the original officer was elected.

### A. Clerk

The Clerk shall be elected annually and must be a resident of Massachusetts.

The duties of the clerk are:

1. keeping records of the transactions of all business meetings of the Church and Church Council;
2. keeping a register of the names of all members of the Church, with the date and method of their admission or withdrawal;
3. giving legal notice of meetings by posting notice seven days ahead of time.
4. keeping a record of baptisms and deaths;
5. issuing letters of transfer;
6. serving as custodian of contract documents, correspondence and other related documents;
7. preparing necessary reports;
8. calling a meeting to order in the absence of the moderator, after which the members present shall choose a temporary moderator;
9. serving as custodian of the Church seal.

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## ARTICLE VII: Officers (cont.)

### B. Treasurer

The Treasurer shall be elected annually. The Treasurer shall be bonded for such amount as the Board of Finance shall determine, such bonding to be paid from Church funds.

The duties of the Treasurer are:

1. being responsible for all funds of the Church;
2. depositing and investing monies;
3. making disbursements as approved in writing by a Board or Committee chairperson acting within the limits of the Board or Committee's authorized budget;
4. arranging for payment of staff;
5. instituting and overseeing adequate bookkeeping procedures for the accounting of Church funds handled by any person or group within the Church;
6. preparing monthly financial reports for the Board of Finance, Church Council and regular and annual meetings regarding current income and expenditures as related to current unified budgets;
7. annually submitting to the congregation a statement of assets and liabilities;
8. being a member of the Board of Finance.

When the Treasurer is absent or unable to function, the Assistant Treasurer shall become the Acting Treasurer, assuming any or all responsibilities of the Treasurer. He or she shall have the authority to sign checks and to deposit and withdraw funds from all accounts.

(See Article VIII:B:2 for other duties of the Assistant Treasurer.)

### C. Moderator

The Moderator shall be elected annually.

The duties of the moderator are:

1. calling and serving at all annual, and special meetings, and Church Council meetings held during the year;
2. appointing an interim officer, in the event that a office is vacated;
3. appointing an interim board or committee member, in the event that a board or committee position is vacated;
4. appointing a By-Law Review Committee in each year ending in a zero (0) or five (5) to review these bylaws and update if needed.

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## ARTICLE VIII: Boards and Committees

### A. General Duties of the Boards and Committees

All Board chairpersons and Deacons shall be members of the Church.

Board and Committee members shall be nominated by the Nominating Committee. Further nominations may be made from the floor at the Annual Meeting. Board and Committee members shall be elected by the Church at the Annual Meeting.

(See Article IX:C:2 for Nominating Committee duties.)

In the event that a Board or Committee position is vacated, the Moderator may appoint an interim member until an election is held. When the position is filled at the next election, the member completes the term to which the original member was elected.

After a Board or Committee member has served two consecutive elected terms, he or she shall not be eligible to serve again on the same Board or Committee until one year has elapsed. If a Board or Committee member is appointed to fill an un-expired term on a board or committee, that person may serve two full terms following the completion of the partial term.

Should a Board or Committee feel that a person is not fulfilling his/her responsibilities, it may, by majority vote of the Board or Committee, ask the Church Council to request the person's resignation.

The Pastor shall be a non-voting member of all Boards and Committees.

A majority of the elected members of any Board, Committee or appointed Task Group shall constitute a quorum for Board, Committee or Task Group meetings.

All Church members shall be welcome at Board or Committee meetings.

Any Board or Committee may create a Task Group to assist in carrying out special functions or programs.

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## ARTICLE VIII:A Boards and Committees (cont.)

Duties common to all boards and committees are:

1. meeting shortly after the Annual Meeting to elect a Chairperson or facilitator and Secretary or Scribe, and to assign other responsibilities;
2. meeting regularly, as deemed necessary;
3. posting meeting times on the Church calendar and publishing meeting times in the Church calendar of events;
- 4 4. keeping accurate records of attendance and actions taken,
- 5 5. reporting regularly on activities to Church Council or Board meetings;
6. preparing a budget request for the ensuing year and submitting it to the Board of Finance prior to the initial budget presentation;
7. managing the approved budget;
8. submitting a written annual report of its activities to the Church at the Annual Meeting;
9. assisting its members in performing their responsibilities.

Duties of all Board chairpersons are:

1. organizing the work of the Board;
2. attending Church Council meetings and being prepared to report on the Board's activities, or sending another Board member if unable to attend a Church Council meeting;
3. bringing matters of mutual concern for discussion and consideration to the Church Council;
4. bringing pertinent information from the Church Council back to the Board.
5. turning over all records of the Board, a copy of the By-Laws, and a copy of the responsibilities, duties and goals of the Board to his or her successor.

Duties of all Committee chairpersons are:

1. organizing the work of the Committee;
2. turning over all records of the Committee, a copy of the by-laws, and a copy of the responsibilities, duties and goals of the Committee to his or her successor.

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## ARTICLE VIII:A Boards and Committees (cont.)

### B. Boards

#### 1. Board of Deacons

The Board of Deacons shall consist of eight (8) church members elected for four-year terms, with two terms to begin each year.

A person who has served two or more terms on the Board of Deacons may be elected as Deacon Emeritus. The Board of Deacons shall recommend such persons for election by the Church. The Deacon Emeritus shall then be entitled to all the privileges of an active member of the Board of Deacons.

The duties of the Board of Deacons are:

- a. providing for the Lord's supper (communion) and aiding in its administration;
- b. arranging for and coordinating Sunday greeters;
- c. assisting the Pastor in the planning and implementation of special worship services;
- d. assisting the Pastor in determining whether worship services must be cancelled due to severe weather and other emergencies;
- e. obtaining pastoral replacements as necessary throughout the year, with assistance from the Pastor;
- f. arranging for and coordinating lay leaders to participate in Sunday worship services, as requested by the Pastor;
- g. assisting the Pastor with confirmation, membership classes, and baptism;
- h. working with and making recommendations to the Flower Committee to organize appropriate floral arrangements and special decorations for worship services;
- i. working with and making recommendations to the Music Committee to arrange appropriate music for worship services;
- j. meeting with the Board of Finance annually to determine the compensation for the Pastor;
- k. recommending candidates for membership in the church and updating the membership rolls;
- l. assisting in administering to the spiritual needs of the church and congregation;
- m. appointing people to the Pastoral Relations Committee.

(See Article VI:B for additional information on Pastoral Relations Committee)

(See Article VIII:A for additional Board duties.)



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## ARTICLE VIII:A Boards and Committees (cont.)

### 2. Board of Finance

The Board of Finance shall consist of four people, three of whom shall be elected for four-year terms beginning in even-numbered years, and the fourth of whom shall be the Treasurer of the Church as a non-voting member. The Board of Finance shall have no power to buy, sell, mortgage, loan, or transfer any real property, e.g. land, structures or content of the church building, without a specific vote of the church authorizing such action.

The Duties of the Board of Finance are:

- a. regularly reviewing all the financial assets of the Church, analyzing all funds and investments, consulting as needed with other professionals or other agencies in order to best determine how to maximize the church's investments or income;
- b. establishing policies for memorial funds or special gifts, interpreting the provisions of each memorial fund, and overseeing such funds;
- c. providing for the raising of money for the support of the church's operating expenses, public services and benevolences;
- d. appointing a chairperson to arrange for public suppers and making appointments as needed to provide leadership for fund raising projects;
- e. reviewing budget requests from the various boards and committees, and preparing an annual budget to be submitted to the church for approval at the annual meeting;
- f. working with and making recommendations to the stewardship committee;
- g. meeting with the Board of Deacons or its chairperson prior to the initial presentation of the annual budget to discuss the compensation of the Pastor;
  - h. authorizing and directing the Treasurer as to the payment of moneys under the Board's control and providing for adequate accounting procedures;
  - i. signing contracts along with the employee and the chairman of the board hiring the employee, and forwarding a copy of the contract to the clerk;
- j. annually recommending an Assistant Treasurer and a Second Assistant Treasurer for the Church Council to appoint;

1. The Assistant Treasurer shall assist the Treasurer in the performance of his or her duties and shall become familiar with the records maintained by the Treasurer and shall be included in the Church bond. The Assistant Treasurer shall have the authority to sign checks and to deposit and withdraw funds from all accounts.

The duties of the Assistant Treasurer are:

- a. to become the Acting Treasurer and assume any or all responsibilities of the Treasurer when the Treasurer is absent or unable to function;
- b. recording all monies and properties received by the Church;
- c. maintaining accounts and preparing reports as directed by the Treasurer, Board of Finance or Church Council;
- d. recording and acknowledging all memorial gifts;
- e. keeping a record of individual pledges and payments and sending out semiannual statements;
- f. providing for the safeguarding, collecting, counting and depositing of all monies contributed to the Church.

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## ARTICLE VIII:A Boards and Committees (cont.)

### 2. Board of Finance

2. The Second Assistant Treasurer shall assume the duties of the Assistant Treasurer in his or her absence.

k. recommending people for the Church Council to appoint to the Stewardship Committee.

1. The Stewardship Committee shall consist of 5 to 7 people appointed for three-year terms.

The duties of the Stewardship Committee are:

- a. promoting the giving of time, talents, and financial resources as a means of expression of faith and enhancing the vitality of the church;
- b. developing and implementing a strategy for an annual stewardship program designed to provide information about the various church programs and missions and to encourage greater participation and giving;
- c. implementing a program to provide education about planned giving;
- d. taking advantage of Conference sources and seminars on stewardship education;
- e. working closely with and periodically reporting to the Board of Finance.

(See Article VIII:A for additional Board duties.)

### 3. Board of Properties

The Board of Properties shall consist of three people elected for three-year terms, with one term to begin each year.

The Board of Properties shall have no power to buy, sell, mortgage, or transfer any real estate without a specific vote of the church authorizing such action.

The duties of the Board of Properties are:

- a. being responsible for the church building, land and furnishings and any other properties owned or leased by the church;
- b. hiring services, determining duties and filing all contracts with the Clerk; managing and overseeing the scheduling and use of the church building and grounds for any organizations desiring to use the church;
- d. approving times, establishing regulations, and determining fees for the use of Church facilities;
- e. developing a plan for long term maintenance of church properties;
- f. hiring contractors when necessary for repair, maintenance or improvement of the church properties;
- g. encouraging church members to give time and talents to assist in maintaining church properties and furnishings.

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## ARTICLE VIII:B.3 Boards and Committees (cont.)

### 4. Board of Christian Education

The Board of Christian Education shall consist of six (6) people, elected for three-year terms, with two terms to begin each year.

The duties of the Board of Christian Education are:

- a. directing, supervising, and overseeing the Nursery, Church School, and Youth programs of the Church;
- b. selecting Church School curriculum;
  - c. recruiting, appointing and overseeing Church School teachers and other volunteers as deemed necessary;
- d. recommending Youth Director(s) to the Church Council, for approval prior to hiring;
- e. recommending a Church School Coordinator to the Church Council, for approval prior to hiring.

### 5. Board of Missions

The Board of Missions shall consist of four (4) people elected for four (4) year terms, one term to begin each year.

The duties of the Board of Missions are:

- a. initiating and coordinating world and local mission activities of the church and it's various organizations;
- b. maintaining a working familiarity with opportunities for Christian Missions including United Church of Christ Missions and critical community needs;
- c. recommending the missions that should receive priority attention by this church;
- d. evaluating and monitoring the church's financial part in missions;
- e. providing periodic status reports pertaining to special missions;
- f. communicating with local and global agencies to determine specific ways that we may help as a congregation;
- g. recommending, supporting and coordinating fund raising activities for missions;

(See Article VIII:A for additional Board duties.)

# CURRENT BY-LAWS 6/1/16

## ARTICLE VIII: Boards and Committees (cont.)

### C. Committees

#### 1. Music Committee

The Music Committee shall consist of three people, elected for three-year terms, with one term to begin each year. The Music Committee shall report to the Board of Deacons.

The duties of the Music Committee are:

- a. selecting music for the worship services of the church and securing copyright permission where necessary for said music;
- b.. being responsible for the education and training in appropriate music of the whole congregation by supporting activities such as multiple choir programs, teaching new hymns, and exposing the congregation to a variety of music forms;
- c. planning special musical events in conjunction with the music staff, pastor, and any boards or committees in the church connected with the event;
- d. recommending an Organist and Choir Director to the Church Council, for approval prior to hiring;
- e. supervising the Organist and Choir Director and other musicians who may participate in music ministry;
- f. being responsible for maintaining the organ, pianos, and other musical instruments; for maintaining the choir robes; and for maintaining the hymnals and sheet music;
- g. purchasing sheet music and other supplies to support the music program.

#### 2. Flower Committee

The Flower Committee shall consist of three people elected for three-year terms, with one term to begin each year. The Flower Committee shall report to the Board of Deacons.

The duties of the Flower committee are:

- a. having general oversight in furnishing floral and other decorations for the Church;
- b. soliciting and scheduling dates for memorial flowers.

#### 3. Fellowship Committee.

The Fellowship Committee shall consist of six people elected for three-year terms, with two terms to begin each year. The Fellowship Committee shall report to the Board of Deacons.

The duties of the Fellowship Committee are:

- a. promoting Christian Fellowship and a sense of community among the members and the friends of the church;
- b. enlisting church members to support significant congregational gatherings where refreshments will be served, such as funeral service receptions, special celebrations, and the honoring of confirmands, baccalaureates, and honored guests;
- c. coordinating Sunday after-service coffee hours and coffee-hour hosts;
- d. maintaining up-to-date instructions and providing training as needed to coffee-hour hosts;
- e. purchasing and stocking standard operating supplies for Sunday coffee hours and other planned, after-service celebratory events.

(See Article VIII:A for additional Committee duties.)

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## ARTICLE IX: Church Council

The Church Council shall direct and advance the ministry of this Church between Church Meetings. It shall be responsible to the congregation and shall express the will of the congregation, and bring appropriate recommendations to the congregation. It shall be the function of the Church Council to visualize the entire task of the Church and to advise the Pastor on the general direction of the Church's activities and to cooperate with the Pastor in the formulation of a well-rounded program.

### A. **Members**

The Church Council shall consist of the Moderator, the Clerk, the Treasurer, and the Chairpersons or selected representatives of all Boards of the Church. The Pastor shall be a non-voting member of the Church Council.

### B. **Meetings**

The Church Council shall meet bi-monthly, except during the summer, and shall hold special meetings subject to the call of the Moderator, or at the request of three of the Council members.

A majority of the Church Council members shall constitute a quorum for Church Council meetings.

At each Council meeting, all Officers, Boards, and Church Council Task Groups shall present reports, plans, and programs which will assist the Pastor in the development of a well-rounded program for the Church.

All Church members may participate in Council meetings. Copies of the minutes of all meetings shall be made available to any Church members.

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## ARTICLE IX: Church Council

### C. Duties

The duties of the Church Council are:

1. planning the agenda of all Church meetings for business, including the formulation and approval of recommendations to be presented to the congregation at these meetings, and the submitting of a report of the actions and deliberations of the Council;
2. appointing a Nominating Committee at its first meeting following the Annual Meeting in January, to function throughout the year;
  - a. The Nominating Committee shall consist of five people appointed for one-year terms. The Moderator shall serve as a sixth (6<sup>th</sup>) member, voting only in the event of a tie vote.

The duties of the Nominating Committee are:

1. making all regular nominations for Officers, Board members, and Committee Members for presentation to the Annual Meeting;
2. making nominations to fill position vacancies during the Church year, with the exception of the Pastor, with these nominations to be presented to the Church Council for action, except that nominations to fill vacancies for Board of Deacons or Board of Finance will be presented to the Church at a meeting for election;
3. endeavoring to nominate persons to Boards and Committees that will make those Boards and Committees representative of the congregation in regards to age, gender, and length of membership;
3. annually appointing an Auditor, who shall compare the accounts of the Treasurer and Assistant Treasurer with their vouchers, certify to their correctness and affix his or her signature thereto;
4. appointing delegates from the congregation to denominational and ecumenical associations, conferences, and other meetings;
5. appointing a Church historian, who shall care for the historical records of the Church, and who shall maintain current records for historical purposes;
6. appointing a Pastoral Search Committee when necessary, composed of seven to nine members of the Church;
7. approving the hiring of the office staff, youth director, church school coordinator, and organist and choir director;
8. appointing the Assistant Treasurer and Second Assistant Treasurer;
9. appointing such Task Groups as may, from time to time, be necessary.

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## ARTICLE X: Worship Services and Meetings

### A. For Worship

1. Services of Worship shall be held at given hours of each Sunday and at such other times as the Board of Deacons may direct.
2. The Sacraments of this Church are Baptism and the Lord's Supper. The Sacrament of the Lord's Supper shall be celebrated at such times as the Pastor and the Board of Deacons may determine. The Sacrament of Baptism shall be administered at such times as the Pastor and the Deacons may appoint.
3. Other services or worship, inspiration, prayer and study may be held as determined by the Pastor or as authorized by the Board of Deacons

### B. For Business

1. The Annual Meeting of the Church shall be held during the month of January or at such other date as may be determined at a day and hour specified by the Church Council, notice and tentative agenda having been duly posted in the Church seven (7) days prior to date of meeting. At this meeting annual reports shall be presented in writing from Officers, Boards, Committees, and Church organizations; officers shall be elected by ballot; annual budget shall be approved, and such other business transacted as may properly come before such meeting.
2. Special Meetings of the Church may be called by either the Church Council at their discretion, or upon a request in writing of any fifteen members qualified to vote. Notice of said meeting shall clearly state the business for which it is called and shall be posted in the Church seven days prior to date of meeting. No other business shall come before such meeting.
3. Fifteen active members shall constitute a quorum at Annual and Special business meetings of the Church.
4. Voting shall be by voice or by show of hands, unless a secret ballot is requested from the floor.
5. Unless otherwise specified, all matters or questions shall be decided by a majority of the active members voting thereon.
6. The official year of the Church shall begin at the close of the Annual Meeting and all Officers, Boards, and Committees chosen thereat shall assume their duties at that time and continue in office until their successors are elected or appointed. The fiscal year of the Church shall be from January 1 to December 31.

## ARTICLE XI: Conflict of Interest

Except as otherwise provided by-law, no contract or other transaction of the Church shall, in the absence of fraud, be affected or invalidated by the fact that any Member or Officer of the Church may be a party to or may have an interest in any such contract or other transaction.

## ARTICLE XII: Indemnification

### A. Indemnification for Officers and Members of Boards and Committees.

To the extent legally permissible, the Church shall indemnify each present or former Officer or Member of a Board or Committee of the Church against all liabilities, costs and expenses, including but not limited to amounts paid in satisfaction of judgment, in settlement or as fines and penalties, and counsel fees and disbursements, reasonably incurred by him or her in connection with the defense or disposition of or otherwise in connection with or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative, legislative or investigative body, in which such person may be or may have been involved as a party or otherwise or with which such person may be or may have been threatened, while in office or thereafter, by reason of his or her being or having been such an Officer or Member of a Board or

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Committee, or by reason of any action taken or not taken in any such capacity, except with respect to any matter as to which such person shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Church. Expenses, including but not limited to counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding, may be paid from time to time by the Church in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be determined that indemnification of such expenses is not authorized hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make payment.

## **B. Settlements**

As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the Church, after notice that it involves such indemnification, (a) by vote of a disinterested majority of the whole Church Council then in office, or (b) by vote of a majority of the whole Board of Finance then in office, but only if the Board of Finance shall have been furnished with an opinion of independent legal counsel to the effect that such settlement is in the best interests of the Church and that such person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Church. No such approval shall prevent the recovery from any such Officer or Member of a Board or Committee of any amounts paid to such person or on his or her behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Church.

## **C. Insurance**

By action of the Board of Finance, notwithstanding any interest of the Board in such action, the Church may purchase and maintain insurance, in such amounts as the Board of Finance may from time to time deem appropriate, on behalf of any person who is or was an Officer or Member of a Board or Committee of the Church against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Church would have the power to indemnify such person against such liability.

## **ARTICLE XIII: Seal**

This Church, being legally incorporated under the laws of the Commonwealth of Massachusetts, adopts as its corporate seal a circular, flat-faced die bearing the words, The First Congregational Church of Hadley, Organized in 1659, Incorporated April 19, 1920. It shall be so arranged that it can be embossed on paper by pressure.

## **ARTICLE XIV: Amendments**

This constitution and by-laws may be altered or amended at any annual meeting of the Church or at any meeting especially called for that purpose by a two-thirds vote of the Church members present and voting, provided due notice of such proposed changes shall have been posted in the Church at least one week prior to date of the meeting.

A By-Law Review Committee shall be appointed by the Moderator in each year ending in a zero (0) or five (5) to review and update these bylaws if needed.